

Item I. A.

DRAFT – SUBJECT TO REVIEW AND REVISION

USA NIAGARA DEVELOPMENT CORPORATION

Meeting of the Directors

Conducted Via Teleconference

January 26, 2023

MINUTES

In Attendance Directors: Francine DelMonte – Chair
Scott Brydges
Dr. Chandra Foote

Present for USA Niagara: Yvonne Cooper, Acting Corporate Secretary
John Risio, Project Manager
Anthony Vilardo, President

Present for ESD: Steve Gawlik, ESD – Senior Counsel
Doug Janese, Senior Counsel
Eugene Kwiatkowski, Senior Director of Budgeting
Debbie Royce, Acting Corporate Secretary
Paul Tronolone, Vice President - Policy, Planning & Project Management

Following the roll call and confirmation that a quorum was present, the meeting of the Directors of the USA Niagara Development Corporation (“USAN” or the “Corporation”) was called to order at 11:00 a.m. by Chair DelMonte.

Chair DelMonte called the meeting to order and noted that the meeting will be webcast.

Chair DelMonte also noted that the public had been given an opportunity to comment on the Agenda items by submitting their written comments by 4:30 p.m. on Tuesday and noted that no comments were received from the public.

DRAFT - SUBJECT TO REVIEW AND REVISION

Chair DelMonte then noted that the Directors had received the relevant written materials in advance of today's meeting and are free to ask questions

The Chair then asked the Directors if anyone had any potential conflict of interest with regard to any of the items on the Agenda and no conflicts were noted at this time.

The Chair then called for the approval of the Minutes of the November 22, 2022 Directors' meeting. There being no corrections noted, upon motion duly made and seconded, the following Resolution was unanimously adopted:

APPROVAL OF MINUTES AND RATIFICATION OF ACTIONS TAKEN AT THE NOVEMBER 22, 2022 MEETING OF THE DIRECTORS OF THE USA NIAGARA DEVELOPMENT CORPORATION

RESOLVED, that the Minutes of the meeting of the Corporation held on November 22, 2022 as presented to this meeting, are hereby approved and all actions taken by the Directors present at such meeting as set forth in such Minutes, are hereby in all respects ratified and approved as actions of the Corporation.

* * *

Chair DelMonte then called on Anthony Vilardo to present the next item on the Agenda related to a request for authorization to enter into a Fourth Amendment of the lease for the Niagara Falls office space.

Mr. Vilardo explained that on May 11, 2007, USA Niagara Development Corporation ("USAN") Board of Directors authorized the Corporation to enter into a lease agreement with

DRAFT - SUBJECT TO REVIEW AND REVISION

First Street Group, LLC for the exclusive use of approximately 3,820 square-feet of rentable space, comprising of the entire seventh floor of a building located at 222 First Street, Niagara Fall, NY.

Mr. Vilardo noted that two subsequent lease renewals was entered into and negotiated a Fourth Amendment to the lease, which will extend the lease for an additional three years commencing on March 1, 2023 and expiring on February 28, 2026 at a base rent of \$73,116.

Mr. Vilardo further noted that the Directors authorized the Corporation's officers to enter into the Fourth Amendment of the lease as a tenant with First Street Group, LLC, as the landlord for office space located at 222 First Street, Suite 700 on the terms and conditions described above.

Following the full presentation, Chair DelMonte called for questions or comments from the Directors. Hearing none and noting that no comments were received from the public, upon motion duly made and seconded, the following Resolution was unanimously adopted:

USA NIAGARA DEVELOPMENT CORPORATION – Fourth Amendment of Lease – 222 First Street, Suite 700, Niagara Falls Office Space – Authorization to Enter into a Fourth Amendment of Lease for Office Space at 222 First Street, Suite 700, Niagara Falls; and Authorization to Take Related Actions

RESOLVED, that based on the materials presented at this meeting and ordered filed with the Corporation (the "Materials"), the Corporation is hereby authorized to enter into a Fourth Amendment of Lease, as tenant, with First Street Group, LLC, as landlord, for Office Space at 222 First Street, Suite 700, Niagara Falls, on the terms and conditions substantially as described in the Materials; and be it further

DRAFT - SUBJECT TO REVIEW AND REVISION

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designees be, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing resolutions.

* * *

Chair DelMonte called on Mr. Vilardo again to present the next item on the Agenda related to a request for authorization to enter into a contract amendment with LiRo Group for consultant services for the Directors' consideration.

Mr. Vilardo explained that in March of 2019 USA Niagara Development Corporation purchased 441 Third Street through a strategic land acquisition program. The property has been included in several requests for development but has not yet found a viable development partner.

Mr. Vilardo explained that in order to find a viable development partner, the building is in need of several repairs in order to prevent further deterioration of the property.

Mr. Vilardo noted that on August 8, 2018, USA Niagara received five proposals for professional services of architecture and engineering for due diligence and services related to the maintenance of properties that were acquired in a real estate portfolio that was purchased in March of 2019. The LiRo Group was selected based on value and quality of the proposal and the original contract was executed on October 10, 2018 and has been amended as needed.

DRAFT - SUBJECT TO REVIEW AND REVISION

Mr. Vilardo further noted that the Directors were being asked to do three things: (1) made a determination of responsibility with respect to the proposed; (2) authorize the Corporation to enter into a contract amendment with LiRo for an amount not to exceed \$128,889; and (3) authorize the taking of all related actions.

Following the full presentation, the Chair called for questions or comments from the Directors. Chair DelMonte asked, looking at the contract term of 12 months, wanted to know if it will take that long.

Mr. Vilardo stated that this amount of time allows for a buffer. The intention is that the work will be scoped out and designed this winter and spring with the roof being replaced weather permitting.

Chair DelMonte asked which building, 441 Third Street.

Mr. Vilardo stated that this was Club Ultra, Shadow Martini Bar across from Power City Eatery.

The Chair then called for any further questions or comments. Hearing none and noting that no comments were received from the public, upon motion duly made and seconded, the following Resolution was unanimously adopted:

USA NIAGARA DEVELOPMENT CORPORATION – Procurement of Consultant Services – 441

DRAFT - SUBJECT TO REVIEW AND REVISION

Third Street Roof Stabilization – Authorization to Enter into a Contract Amendment with The LiRo Group to provide Consultant Services; and to Take Related Actions

BE IT RESOLVED, that upon the basis of the materials presented to this meeting (the “Materials”), a copy of which is hereby ordered filed with the records of the Corporation, the Corporation hereby finds The LiRo Group to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to enter into a contract with The LiRo Group in an amount not to exceed ONE HUNDRED TWENTY-EIGHT THOUSAND and EIGHT HUNDRED EIGHTY-NINE DOLLARS (\$128,889) for the purposes and services, and substantially on the terms and conditions, set forth in the Materials; and be it further

RESOLVED, that the President of the Corporation or his designee be, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing resolution.

* * *

There being no further business, the meeting was adjourned at 11:12 a.m.

Respectfully submitted,

Yvonne Cooper
Acting Corporate Secretary

Item I. B.



FOR CONSIDERATION

March 20, 2023

TO: The Directors

FROM: Anthony Vilardo

SUBJECT: USA Niagara Development Corporation – Fiscal Year (“FY”) 2023-24
Operating and Capital Budget Proposals

REQUEST FOR: Approval of the Corporation’s Operating and Capital Budgets for FY 2023-24 (April 1, 2023 – March 31, 2024)

I. Background

State Finance Law requires that prior to the commencement of each fiscal year on April 1st, the Directors of USA Niagara Development Corporation (“USAN” or the “Corporation”) adopt an annual operating budget and capital budget, if applicable. Attached for your review and approval are the proposed USAN FY 2023-24 (April 1, 2023 – March 31, 2024) Operating and Capital Budgets (the “Budgets”).

II. USAN FY 2023-24 Operating Budget Summary

The FY 2023-24 Operating Budget proposes a total of \$634,579 in personal services (salaries and benefits for 4.5 employees) and a total of \$127,578 in non-personal services (primarily office occupancy, insurance and other administrative expenses). The total of all budgeted personal and non-personal expenses for FY 2023-24 is \$762,157. Consistent with previous years’ operating budgets, the FY 2023-24 Operating Budget will be advanced by Empire State Development (“ESD”), USAN’s parent, with the expectation of reimbursement at a later date.

III. USAN FY 2023-24 Capital Budget Summary

Separate from the Corporation’s Operating Budget is the Corporation’s Capital Budget. Capital projects are individually approved by the Corporation’s Board of Directors under separate actions. The Corporation’s FY 2023-24 Capital Budget is \$74,094,760. This includes, but is not limited to, design and other soft costs, legal costs, property management/maintenance costs, insurance costs, demolition and site clearance costs, construction costs and other miscellaneous costs. It is anticipated that the proposed Capital Budget will fund design support and construction costs for the Rainbow Mall Civic Improvement Project, capital grants related to the Hotel Niagara and Cambria Hotel/Residential Development Projects, and maintenance and site

preparation expenses associated with properties secured through USAN's Strategic Land Acquisition Program.

Funding for the Corporation's Capital Budget will be consistent with existing Board actions and primarily will consist of both existing and anticipated funds from NYS Budget Appropriations. No USAN Corporate funds are included in the Capital Budget.

IV. Environmental Review

Approval of USAN's Operating and Capital Budgets for Fiscal Year 2023-24 constitutes a Type II ministerial action as defined by the New York State Environmental Quality Review Act ("SEQRA") and the implementing regulations for the New York State Department of Environmental Conservation. No further environmental review is required in connection with this request. Capital projects are approved by the Corporation's Board of Directors under separate actions and, as necessary, will be subject to environmental review prior to such Board approval.

V. Non-Discrimination and Contractor & Supplier Diversity

Pursuant to New York State Executive Law Articles 15-A and 17-B, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified Minority- and Women-owned Business Enterprises (MWBEs) and Service-Disabled Veteran-owned Businesses (SDVOBs) in the performance of ESD projects. The Office of Contractor and Supplier Diversity will review each new project to determine goals on a case-by-case basis.

VI. Recommendation

Based upon the forgoing, the Directors are requested to ratify and approve the Corporation's proposed FY 2023-24 Operating Budget in the amount of \$762,157 and the Capital Budget in the amount of \$74,094,760 (subject to individual project approvals), and to authorize the Corporation to undertake tasks and incur expenditures consistent with advancing the scope of work contemplated in the proposed budgets.

VII. Attachments

Resolution
Proposed FY 2023-24 Operating Budget
Proposed FY 2023-24 Capital Budget

March 20, 2023

USA NIAGARA DEVELOPMENT CORPORATION – FY 2023-24 Operating and Capital Budgets – Approval of the Corporation’s FY 2023-24 Operating and Capital Budgets (April 1, 2023 – March 31, 2024)

RESOLVED, that based on the materials presented at this meeting and ordered filed with the Corporation (the “Materials”), the Corporation’s proposed FY 2023-24 Operating and Capital Budgets are hereby approved and adopted in all respects, substantially in the form set forth in the materials and subject to the availability of funds; and be it further

RESOLVED, that the Corporation is hereby authorized to undertake tasks and incur expenditures consistent with advancing the scope of work contemplated in the proposed budgets, subject to the availability of funds; and be it further

RESOLVED, that the Directors shall make individual approvals and authorizations for items under the Capital Budget; and be it further

RESOLVED, that the President or his designees be, and the same hereby are authorized to execute and deliver on behalf of the Corporation all documents, instruments and agreements that the President shall deem necessary and appropriate to carry out these resolutions; and be it further

RESOLVED, that the President or his designees be, and the same hereby are authorized to take any action necessary and appropriate to carry out the foregoing.

* * *

**Empire State Development
USA Niagara Development Corporation
FY 2023-24 Proposed Operating Budget**

	Board Approved Budget FY 2022-23	Proposed Budget FY 2023-24
<u>PERSONAL SERVICES</u>		
Salaries	\$ 388,128	\$ 450,056
Fringe Benefits	163,014	184,523
TOTAL PERSONAL SERVICES	\$ 551,142	\$ 634,579
 HEADCOUNT	 4.5	 4.5
<u>NON-PERSONAL SERVICE</u>		
Professional Fees		
Legal / Accounting Fees	\$ 250	\$ 250
Consultant Fees	-	-
Total Professional Fees	\$ 250	\$ 250
 Other Non-Personal Services		
Employee Travel & Meals	\$ 500	\$ 500
Online Services/Dues & Subscriptions	1,500	1,500
Office Occupancy Expenses	69,300	73,116
Insurance	40,000	40,212
Other Outside Services	2,500	2,500
Telephone/Internet	5,000	5,000
Office Supplies and Expense	500	500
Computers/Software/Equipment	4,000	4,000
Total Other Non-Personal Services	\$ 123,300	\$ 127,328
 TOTAL NON-PERSONAL SERVICES	 \$ 123,550	 \$ 127,578
 TOTAL OPERATING BUDGET	 \$ 674,692	 \$ 762,157

**Empire State Development
USA Niagara Development Corporation
FY 2023-24 Proposed Capital Budget**

	Board Approved Budget FY 2022-23	Proposed Budget FY 2023-24
Design & Other Soft Costs	\$ 3,732,245	\$ 5,832,245
Legal Costs	55,920	55,920
Property Management/Maintenance Costs	1,707,293	3,457,293
Insurance	384,000	384,000
Demolition & Site Clearance	5,500,000	5,500,000
Construction Costs	50,219,302	50,219,302
Other Misc. Costs	8,646,000	8,646,000
TOTAL CAPITAL BUDGET	<u>\$ 70,244,760</u>	<u>\$ 74,094,760</u>

Item I. C.



FOR CONSIDERATION

March 20, 2023

TO: The Directors

FROM: Anthony Vilardo

SUBJECT: Niagara Falls Convention and Conference Facility Civic Project and Old Falls Street – Calendar Year (“CY”) 2023 Operating and Capital Budgets

REQUEST FOR: Approval of the Niagara Falls Convention and Conference Facility and Old Falls Street CY 2023 Operating and Capital Budgets; Approval of First Quarter 2024 Funding; and Authorization to Disburse Funds

I. Background

Attached for your review and approval are the proposed operating and capital budget requests (the “Budgets”) for the Niagara Falls Convention and Conference Facility Civic Project, known as the Niagara Falls Convention Center (“NFCC”) and Old Falls Street (“OFS”) for 2022.

USA Niagara Development Corporation (“USAN” or the “Corporation”) is the owner and developer of NFCC. The USAN Board of Directors on October 12, 2021, authorized USAN to enter into a five-year agreement (the “Agreement”) with the Niagara Tourism and Convention Corporation d/b/a/ Destination Niagara USA (“DNUSA”) to provide management services for NFCC and the City of Niagara Falls owned OFS, for a five-year term starting January 1, 2022. The Agreement has a two-year extension option.

For CY 2023, the funding source will be through NYS Budget Appropriations made available for projects located in Niagara Falls through the Regional Economic and Community Assistance Program (“RECAP”), FY 2022-23. On November 22, 2022, the Empire State Development (“ESD”) Board of Directors authorized ESD to enter into a Memorandum of Understanding (“MOU”), allowing for ESD to accept and administer funding from NYS for USAN projects such as this contact with DNUSA.

USAN continues to work on identifying additional funding sources to ensure that future Budgets are fully funded. No USAN Corporate funds will be used to fund the Budgets.

The proposed CY 2023 Operating Budget for NFCC is \$274,792. The Operating Budget for OFS is \$699,773. The total Operating Budget for NFCC and OFS is \$974,565.

The proposed CY 2023 Operating Budget for NFCC is \$274,792. The Operating Budget for OFS is \$699,773. The total Operating Budget for NFCC and OFS is \$974,565.

The proposed CY 2023 Capital Budget is \$525,435. The Capital Budget includes a total of \$409,935 in funding for NFCC and a total of \$115,500 in funding for OFS. DNUSA will make the proposed Capital Budget purchases on behalf of USAN through state contracts where cost effective and through competitive bids and comparable pricing where state contracts are not available.

The Capital Budget for NFCC includes building control system updates of \$389,935 and emergency repairs of \$20,000. Included in the OFS Capital Budget is \$23,500 for a utility vehicle, \$87,000 for Holiday Décor (walk-through Christmas Tree), and \$5,000 for replacement trees.

The combined Operating and Capital Budgets total \$1,500,000. The NFCC Operating and Capital Budgets total \$684,727. The OFS Operating and Capital Budgets total \$815,273. The proposed Operating and Capital Budgets are attached.

To address the gap in the Corporation's fiscal year (April 1st to March 31st) and the fiscal year for NFCC/OFS (January 1st to December 31st), the Directors approved on March 22, 2022, an advance of \$250,000 in order to fund first quarter operations in 2023. USAN proposes that the Directors approve at this time NFCC and OFS funding for the first quarter of 2024 (calendar quarter) in the amount not to exceed \$250,000. The NFCC and OFS budgets for 2024 will remain subject to approval by the Directors before the start of the Corporation's fiscal year.

II. Environmental Review

USAN/ESD staff has determined that the action, which involves the adoption of an annual budget consisting of capital expenditure items all involving regular maintenance and operational items with no expansion of NFCC or OFS, would constitute a Type II action as defined by the New York State Environmental Quality Review Act and implementing regulations of the New York State Department of Environmental Conservation. No further review is required.

III. Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. The Recipient shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women Business Enterprises (MWBs) for any contractual opportunities generated in connection with the Project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve the goals assessed for the NFCC and OFS contracts, individually.

IV. Requested Action

The Directors are requested to approve USAN's proposed CY 2023 NFCC and OFS Operating and Capital Budgets in an amount not to exceed \$1,500,000; to approve NFCC and OFS funding for the first quarter of 2024 (calendar quarter) in an amount not to exceed \$250,000; and to disburse funds in accordance with the CY 2023 NFCC and OFS Operating Budgets attached hereto.

V. Attachments

Resolution

Proposed CY 2023 NFCC Operating Budget

Proposed CY 2023 OFS Operating Budget

Proposed CY 2023 NFCC & OFS Capital Budgets

March 20, 2023

USA NIAGARA DEVELOPMENT CORPORATION – Niagara Falls Convention and Conference Facility Civic Project and Old Falls Street – Calendar Year (“CY”) 2023 Operating and Capital Budgets – Approval of the CY 2023 Niagara Falls Convention and Conference Facility and Old Falls Street Operating and Capital Budgets; Approval of First Quarter 2024 Funding; and Authorization to Disburse Funds

RESOLVED, that based on the materials presented at this meeting and ordered filed with the Corporation (the “Materials”), the Corporation’s proposed CY 2023 Niagara Falls Convention and Conference Facility and Old Falls Street Operating and Capital Budgets in a cumulative amount not to exceed \$1,500,000 are hereby approved, and adopted in all respects, substantially in the form set forth in the materials and subject to the availability of funds; and be it further

RESOLVED, the Corporation’s proposal for first quarter 2024 (calendar quarter) funding for the Niagara Falls Convention and Conference Facility and Old Falls Street in an amount not to exceed \$250,000 is hereby approved, and adopted in all respects, substantially in the form set forth in the Materials and subject to the availability of funds; and be it further

RESOLVED, that the actions of the President or his designees relating to the CY 2023 Niagara Falls Convention and Conference Facility and Old Falls Street Operating and Capital Budgets be approved and ratified, and the same hereby are, authorized to disburse funds substantially in accordance with the CY 2023 Niagara Falls Convention and Conference Facility and Old Falls Street Operating and Capital Budgets with such changes as the President or his designee deems necessary or appropriate; and be it further

RESOLVED, that the President or his designees be, and the same hereby are authorized to execute and deliver on behalf of the Corporation all documents, instruments and agreements that the President shall deem necessary and appropriate to carry out these resolutions; and be it further

RESOLVED, that the President or his designees be, and the same hereby are authorized to take any action necessary and appropriate to carry out the foregoing.

* * *

NIAGARA FALLS CONVENTION CENTER
DESTINATION NIAGARA USA
CALENDAR YEAR 2023 (January 1 - December 31)

OPERATING BUDGET PROPOSAL

BUDGET	
2023	
# OF EVENTS	101
ATTENDANCE	75,477
REVENUE	
DIRECT EVENT REVENUE	637,216
ANCILLARY REVENUE	2,066,080
OTHER REVENUE	10,800
TOTAL ESTIMATED GROSS REVENUE	2,714,096
EXPENSE	
EVENT EXPENSE	939,276
INDIRECT EXPENSE (SALARIES & OVERHEAD)	1,947,102
TOTAL ESTIMATED EXPENSE	2,886,378
NET INCOME / (LOSS)	(172,282)
FEES	
ADMINISTRATIVE FEE	102,510
TOTAL FEES	102,510
NET INCOME / (SUBSIDY)	(274,792)

OLD FALLS STREET
DESTINATION NIAGARA USA
CALENDAR YEAR 2023 (January 1 - December31)

OPERATING BUDGET PROPOSAL

BUDGET 2023	
# OF EVENTS	135
ATTENDANCE	58,500
REVENUE	
DIRECT EVENT REVENUE	65,200
ANCILLARY REVENUE	130,350
OTHER REVENUE	10,000
TOTAL ESTIMATED GROSS REVENUE	205,550
EXPENSE	
EVENT EXPENSE	387,753
INDIRECT EXPENSE (SALARIES & OVERHEAD)	483,400
TOTAL ESTIMATED EXPENSE	871,153
NET INCOME / (LOSS)	(665,603)
FEES	
ADMINISTRATIVE FEE	34,170
TOTAL FEES	34,170
NET INCOME / (SUBSIDY)	(699,773)

NIAGARA FALLS CONVENTION CENTER
OLD FALLS STREET
FISCAL YEAR 2023 (January 1 - December 31)

CAPITAL BUDGET PROPOSAL

2023 Convention Center Items	Capital Price
Building Control System Updates	\$389,935
Emergency Repairs	\$20,000
NFCC Total	<u>\$409,935</u>
2023 Old Falls Street Items	Capital Price
Utility Vehicle	\$23,500
Holiday Décor (Walk-Through Christmas Tree)	\$87,000
Replacement Trees	\$5,000
OFS Total	<u>\$115,500</u>
GRAND TOTAL NFCC & OFS 2023	<u>\$525,435</u>

Item II. A.



FOR CONSIDERATION

March 20, 2023

TO: The Directors

FROM: Anthony Vilardo

SUBJECT: First Street Apartment Building Development Project – Preferred Developer

REQUEST FOR: Determination of Responsibility with Respect to Community Services for Every1 as the proposed Preferred Developer; Authorization to Designate Community Services for Every1 as the Preferred Developer to Undertake the First Street Apartment Building Development Project; and Authorization to Take All Related Actions

I. Background

USA Niagara Development Corporation (“USAN”), a subsidiary of the New York State Urban Development Corporation d/b/a Empire State Development (“ESD”), proposes the designation of a Preferred Developer to undertake the First Street Apartment Building Development Project (the “Project”) in the City of Niagara Falls, Niagara County, New York.

The Project involves the construction of a six-story mixed-use building located on a portion of a USAN-owned property on the corner of First Street and Old Falls Street in Downtown Niagara Falls (the “Property”). The proposed facility will have approximate 78 apartments and 4,700 square feet of commercial space occupied by the Preferred Developer. The proposed unit mix includes studio, one and two-bedroom units targeted to households earning up to 50/60% or 80/90% of the Area Median Income. Rents range from \$822 to \$1,052 for one-bedroom apartments, and \$987 to \$1,402 for two-bedroom apartments. Studio is approximated at \$759 per unit. The developer team is also exploring the addition of market rate apartments. The proposed units will help meet the local need for new housing while street-level commercial and community spaces will contribute to pedestrian activity and street life.

In 2019, USAN closed on its acquisition of the Property and in 2021 issued a Request for Proposals (“RFP”) for redevelopment of the Property.

II. Preferred Developer Selection Process

USAN advertised its RFP in the *New York State Contract Reporter* on September 9, 2021.

A Selection Committee consisting of representatives from USAN, ESD, Niagara Falls State Park and the City of Niagara Falls reviewed the responses to the RFP against evaluation criteria measuring various aspects of each proposal, including but not limited to: the proposed purchase price for the Property; the team's experience in undertaking similar projects; the quality of the Development Plan and the ability to complete the Project in the most expeditious manner; the quality/reasonableness of the financial plan; and the extent to which each team proactively undertakes diversity practices in its work.

The committee determined that the proposal from Community Services for Every1 ("CSE1"), supported by their development partner Edgemere Development, would best meet the evaluation criteria as stated in the RFP and was the best value option for purposes of constructing a building on the northern portion of the Property (deemed as the "B Parcel"). CSE1 proposes a 78-unit apartment building with approximately 4,700 square feet of commercial space on the ground floor. The project is estimated to cost ~\$35.8 million.

CSE1 is a non-profit that partners with individuals of all abilities to reach their fullest potential, protecting their rights and promoting their independence and inclusion in the community. While they primarily serve those living with an intellectual or developmental disability, their services are also available to individuals who may have life circumstances requiring a little extra support. They offer a variety of housing options, employment services, care management, and more—all designed to fulfill the individual's needs and goals. As a top-20 nonprofit in Western New York with more than 34 years of experience, the agency is driven by a passion for "Helping many. Discovering one." CSE1 will use the ground-floor commercial space for job readiness and workforce development services that will benefit Niagara County residents with disabilities and their families.

Following the designation of Preferred Developer, USAN and CSE1 will promptly negotiate the principal terms and conditions of a Development Agreement. These terms and conditions as well as a General Project Plan would then be presented to the Directors for their approval. No binding agreement will be entered into until further approval is received by the USAN Board detailing the terms of the Project, including any proposed public commitment of funding.

III. Responsible Vendor Determination

Pursuant to State Finance Law Section 139-j and 139-k and ESD's policy related thereto, ESD/USAN staff have (a) considered the ability of CSE1 to perform the services as set forth in these materials, and (b) consulted the list of offerers determined to be non-responsible bidders and debarred offerers maintained by the New York State Office of General Services.

Based on the foregoing, staff finds CSE1 to be responsible.

IV. Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-Discrimination and Contractor Supplier Diversity policy will apply to this initiative. The Contractor shall be required to solicit and utilize MWBEs for any contractual opportunities generated in connection with the Project and shall be required to use Good Faith Efforts

(pursuant to 5 NYCRR §142.8) to achieve an overall MWBE Participation Goal of 30% related to the total value of ESD's funding. The aforementioned goal shall include Minority-owned Business Enterprise (MBE) Participation and Women-owned Business Enterprise (WBE) participation totaling 15% and 15%, respectively.

The Contractor shall be required to solicit and utilize Service-Disabled Veteran-Owned Business for any contractual opportunities generated in connection with the project and shall be required to use Good Faith Efforts (pursuant to 9 CRR-NY GI 252) to achieve an SDVOB Participation Goal of 3% related to the total value of ESD's funding.

V. Environmental Review

ESD staff has determined that the action, which involves designating a preferred developer which does not commit USAN to undertaking a specific project, constitutes a Type II action as defined by the New York State Environmental Quality Review Act ("SEQRA") and the implementing regulations for the New York State Department of Environmental Conservation. No further environmental review is required in connection with this designation.

VI. Requested Action

The Directors are requested to (1) make a determination of responsibility with respect to the proposed Preferred Developer; (2) authorization to designate CSE1 as the Preferred Developer for the development of the B Parcel; and (3) take all related actions.

VII. Recommendation

Based on the foregoing, I recommend approval of the requested actions.

VIII. Attachments

Resolution

March 20, 2023

USA NIAGARA DEVELOPMENT CORPORATION – First Street Apartment Building Development Project — Preferred Developer — Determination of Responsibility with Respect to CSE1 as the proposed Preferred Developer; Authorization to Designate CSE1 as the Preferred Developer to Undertake the First Street Apartment Building Development Project; and Authorization to Take All Related Actions

BE IT RESOLVED, that upon the basis of the materials presented to this meeting (the “Materials”), a copy of which is hereby ordered filed with the records of the USA Niagara Development Corporation (the “Corporation”), the Corporation hereby finds Community Service for Every1 (“CSE1”) to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to designate CSE1 as the Preferred Developer for the proposed First Street Apartment Building Development Project located on a portion of the First and Old Falls Streets Property (B Parcel); and be it further

RESOLVED, that the President of the Corporation or his designee be, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing resolution.

Item II. B.



FOR CONSIDERATION

March 20, 2023

TO: The Directors

FROM: Anthony Vilardo

SUBJECT: Schoellkopf Hall Stabilization Project – Memorandum of Understanding with the New York State Office of Parks, Recreation, and Historic Preservation

RE: Authorization to Enter into a Memorandum of Understanding with the New York State Office of Parks, Recreation, and Historic Preservation (“OPRHP”);
Authorization to Provide Funds to OPRHP; and Take All Related Actions

I. Background

USA Niagara Development Corporation (“USAN”) and the New York State Office of Parks, Recreation, and Historic Preservation (“OPRHP” or “State Parks”) have regularly partnered for the mutual benefit of Niagara Falls State Park and the other State Parks located within the City of Niagara Falls, including Devil’s Hole, Whirlpool and DeVeaux Woods. As part of the FY 2022-23 New York State Budget, Governor Kathy Hochul determined that improvement of the Niagara Falls Waterfront is a priority which will benefit the recreational, tourism and economic development potential of the community.

On February 9, 2023, the New York State Historic Preservation Officer (“SHPO”) listed Schoellkopf Hall at DeVeaux Woods State Park, located at 2900 Lewiston Road, Niagara Falls, New York 14303 (the “Project Site”), on the State Register of Historic Places. SHPO has also nominated the Project Site to the National Register of Historic Places.

Schoellkopf Hall opened in 1930 as part of the 51-acre site then known as DeVeaux School, which started operations in 1857 as an Episcopal School for poor boys and orphans. The school closed in 1972 and went through a succession of owners and uses, until it was acquired by Niagara University as part of an auxiliary campus before becoming the property of OPRHP in 2000.

Designed by Rochester-based architect C. Storrs Barrows, who was a graduate of the DeVeaux School, the stone and concrete structure is considered architecturally significant and is described as a representative example of 20th century Collegiate Gothic institutional design that combines traditional Gothic design motifs with contemporary fireproofing and rational planning principles. The building's construction was funded by local philanthropist Paul A. Schoellkopf of

the Buffalo, Niagara & Eastern Power Company. The currently boarded-up structure has suffered the long-term effects of vacancy and lack of investment but the overall physical integrity of the building is considered to be relatively high.

Recognizing the historical and cultural significance of the Project Site and to expand the available recreational and tourism focused offerings, USAN and OPRHP seek to partner together in an effort to preserve and stabilize the Project Site, as well as prepare the Project Site for future potential adaptive reuse.

OPRHP will be the contracting agency for the Project and will undertake the design, bidding, and letting for construction at the Project Site to preserve and stabilize it for future reuse (“the Project”).

The scope of work for the Project will include:

- Abatement of all hazardous materials which are exposed and do not require demolition to reach;
- Installation of structural shoring to ensure integrity of the compromised roof structure (particularly at the north and south ends of the building);
- Installation of temporary roofs over compromised flat roof sections; and
- Additional miscellaneous associated items required to stabilize the structure and ensure safety for potential future work.

The Preliminary Project Schedule sets the Bid Opening date of April 3, 2023. Shoring is to be installed by October 15, 2023. The Project is expected to reach completion within 240 days from contract approval.

II. Funding Source

USAN’s portion of the Project (in the amount not to exceed \$1.5 million) will be provided to OPRHP through a suballocation of NYS Budget Appropriations made available for projects located in Niagara Falls through the Regional Economic and Community Assistance Program (“RECAP”), FY 2022-23 (Niagara and Buffalo Waterfront Projects).

On November 17, 2022, the Empire State Development (“ESD”) Board of Directors authorized ESD to enter into a Memorandum of Understanding allowing for ESD to accept and administer funding from NYS for USAN projects.

Funding is subject to the availability of NYS funds.

No USAN Corporate funds will be used to fund the Project.

III. Project Budget/Sources & Uses

A. The budget established for the Project is as follows:

Funding Sources	
USAN/ESD (Provided to OPRHP through suballocation of RECAP Funds, FY 2022-23 "Niagara and Buffalo Waterfront Projects"), not to exceed:	\$1,500,000
State Parks (NY Works)	\$1,000,000
TOTAL	\$2,500,000
Funding Uses (Contracted/Administered by OPRHP):	
Estimated Project Construction Costs	\$2,500,000
TOTAL	\$2,500,000

B. In the event Project Construction Costs exceed \$2,500,000, OPRHP will provide the additional funds required to complete the Project, with the Source of said funds being identified by OPRHP at the time they are required.

The Project Budget expressly excludes any and all in-kind services that may be performed by USAN and OPRHP.

IV. Memorandum of Understanding

Under the terms of the proposed Memorandum of Understanding ("MOU"), State Parks will lead all aspects of the construction administration for the Project and will assign a Project Manager as well as any additional staff responsible for assisting in all Project administration, coordination, and inspection efforts.

Both USAN and State Parks will assign at least one staff member to serve as a Project Point of Contact for the Project and State Parks will provide USAN with copies or access to copies of all relevant Project documents.

The MOU also describes that State Parks will be responsible for maintenance and repair of all improvements to be constructed under the Project. State Parks will also keep accurate books and records of accounts to reasonably document the actual cost and expenses incurred for the Project.

Following the Directors approval and completion of the pending ESD Legal review, USAN and State Parks will then execute the MOU.

V. Environmental Review

ESD staff has determined that the action, which involves authorization to enter into an MOU to fund in kind rehabilitation/stabilization of a historic structure as part of its restoration, constitutes a Type II action as defined by the New York State Environmental Quality Review Act ("SEQRA") and the implementing regulations for the New York State Department of Environmental Conservation. No further environmental review is required in connection with this action.

Because the structure being rehabilitated is listed on the State and National Registers of Historic Places, ESD/USAN will continue to ensure that consultation is conducted with the State Historic Preservation Office in accordance with Section 14.09 of the NYS Historic Preservation Act.

VI. Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. The Organization shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women-owned Business Enterprises (MWBEs) and Service-Disabled Veteran-owned Businesses (SDVOBs) for any contractual opportunities generated in connection with the Project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8 and 9 NYCRR § 252.2(m)) to achieve an overall MWBE Participation Goal of 30% and a SDVOB Participation Goal of 6% related to the total value of ESD's funding.

VII. Requested Action

Based on the foregoing, the Directors are requested to authorize the Corporation to enter into an MOU with OPRHP for the Schoellkopf Hall Stabilization Project and to provide funds to OPRHP, on the terms and conditions set forth in these materials.

VIII. Attachments

Resolution

March 20, 2023

USA NIAGARA DEVELOPMENT CORPORATION – Schoellkopf Hall Stabilization Project –
Memorandum of Understanding with the New York State Office of Parks, Recreation, and
Historic Preservation – Authorization to Enter into a Memorandum of Understanding with the
New York State Office of Parks, Recreation, and Historic Preservation (“OPRHP”); Authorization
to Provide Funds to OPRHP; and Take All Related Actions

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to enter into a Memorandum of Understanding with the New York State Office of Parks, Recreation, and Historic Preservation (“OPRHP”) and to provide funds to OPRHP for the purposes of advancing activities under the Schoellkopf Hall Stabilization Project, substantially on the terms and conditions set forth in the materials presented to this meeting, with such changes as the President and the Chief Executive Officer of the Corporation or his designee(s) may deem appropriate; including the funding of an amount not to exceed \$1,500,000, and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she in his or her discretion consider to be necessary to effectuate the foregoing resolutions.

* * *